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 GOOGLE INC.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

ORACLE AMERICA, INC.,
 Plaintiff,
 v.
 GOOGLE INC.,
 Defendant.

Case No. 3:10-cv-03561-WHA

**DECLARATION OF MARK FRANCIS IN
 SUPPORT OF DEFENDANT GOOGLE
 INC'S MOTION TO RETAIN
 CONFIDENTIALITY DESIGNATIONS**

Hearing Date: November 17, 2011
 Time of Hearing: 8 a.m.
 Judge: Hon. William Alsup

Date Comp. Filed: October 27, 2010
 Trial Date: October 31, 2011

1 I, Mark H. Francis, state:

2 1. I am an associate in the law firm of King & Spalding LLP, counsel for defendant
3 Google Inc. ("Google") in this case. I submit this declaration in support of Google's Motion To
4 Retain Confidentiality Designations. I make this declaration based on my own personal
5 knowledge. If called as a witness, I could and would testify competently to the matters set forth
6 herein.

7 2. Attached hereto as Exhibit A is a true and correct copy of email correspondence –
8 between outside counsel for Oracle and for Google, regarding Google's designation of
9 GOOGLE-12-100000001 - GOOGLE-12-100000011 "Highly Confidential - Attorney's Eyes
10 Only" under the Stipulated Protective Order in this matter. I was copied on this correspondence
11 as a member of the "dalvik-KS" email group.

12 3. Pursuant to the Court's order, I conducted a telephonic meet and confer regarding
13 this dispute with Oracle's outside counsel, Alanna Rutherford, on September 28, 2011. During
14 that call, the parties discussed whether Google would permit, as a condition of resolving the
15 dispute, to allow the documents at issue to be shared with a limited number of Oracle in-house
16 counsel and executives despite the AEO designation. Attached as Exhibit B is a true and correct
17 copy of email correspondence memorializing the parties' discussion, Google's indication that it
18 could not agree to the proposal, and Oracle's confirmation that it still wished to challenge
19 Google's designations for the documents at issue.

20 I declare under penalty of perjury that the foregoing is true and correct. Executed on
21 October 11, 2011.

22
23 By:  _____
24

25 MARK H. FRANCIS
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